



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

RECORDATION NO. 5767 C FILED 1423

JUN 20 1989 -11 05 AM

(817) 878-2385
Docket No. F 68620

FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

June 19, 1989

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

9-171A033

Re: Document for Recordation: Bill of Sale and Release of
Security Interest to St. Louis-San Francisco Railway
Company (now Burlington Northern Railroad Company)
Conditional Sale Agreement (No. 71), and Related Agree-
ment and Assignment

Dear Ms. Lee:

I am enclosing six counterparts of the document described
below to be recorded pursuant to Section 11303, Title 49 of
the United States Code.

The document to be recorded, a secondary document, is a
Bill of Sale and Release of Security Interest, dated June 6,
1989, by which all right, title and interest in and to the
existing equipment covered by the St. Louis-San Francisco
Railway Company (now Burlington Northern Railroad Company)
Conditional Sale Agreement (No. 71), dated as of July 1,
1970, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement and related Agreement and
Assignment, the primary document to which the Bill of Sale
and Release of Security Interest is connected, was recorded
as one document with the Interstate Commerce Commission on
June 26, 1970, and assigned Recordation No. 5767.

The names and addresses of the parties to the transaction
are:

Agent: The Boatmen's National Bank of St. Louis
100 North Broadway
St. Louis, Missouri 63102

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Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102


A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated June 6, 1989, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (No. 71) (ICC Recordation No. 5767, June 26, 1970), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

RRM/ab,39
Enclosures

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Executed in 7 Counterparts
of which this is No. 7

INTERSTATE COMMERCE COMMISSION

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, Pullman Incorporated (Pullman-Standard Division) (the "Builder"), and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (the "Railroad"), have entered into a Conditional Sale Agreement (No. 71) dated as of July 1, 1970, (the "Agreement"), covering the railroad equipment described in Exhibit A hereto (the "Equipment"), and all right, title and interest of the Builder in and to the Agreement was assigned to The Boatmen's National Bank of St. Louis (the "Agent") pursuant to an Agreement and Assignment dated as of July 1, 1970, between the Builder and the Agent; and said Agreement and Assignment was filed on June 26, 1970, as one document with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned Recordation No. 5767; and

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in

Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, The Boatmen's National Bank of St. Louis, as Agent as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 6th day of June, 1989.

THE BOATMEN'S NATIONAL BANK OF
ST. LOUIS

By: _____

W. E. Bradford
Vice President

ATTEST:

Melvin Reynolds
Assistant Trust Officer

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 6th day of June, 1989, before me personally appeared H. E. Bradford, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of The Boatmen's National Bank of St. Louis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joy Marie Lincoln
Notary Public

My Commission Expires:

October 16, 1990

JOY MARIE LINCOLN
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES OCT. 16, 1990

<u>No. of Units</u>	<u>Description</u>	<u>SLSF Nos.</u>
272	70-Ton Boxcars	13000-13014 (BN 331800-331814), 13016-13039 (BN 331816-331839), 13041-13055 (BN 331841-331855), 13056, 13057 (BN 331857), 13058 (BN 331858), 13060-13065 (BN 331860-331865), 13068-13095 (BN 331868-331895), 13097-13100 (BN 331897-331900), 13102-13111 (BN 331902-331911), 13114-13119 (BN 331914-331919), 13121-13123 (BN 331921-331923), 13125-13133 (BN 331925-331933), 13135, 13136 (BN 331936), 13137 (BN 331937), 13138, 13139-13145 (BN 331939-331945), 13147-13155 (BN 331947-331955), 13157-13160 (BN 331957-331960), 13162-13167 (BN 331962-331967), 13169-13181 (BN 331969-331981), 13183-13189 (BN 331983-331989), 13191-13197 (BN 331991-331997), 13199-13201 (BN 331999-332001), 13203-13221 (BN 332003-332021), 13223-13246 (BN 332023-332046), 13248 (BN 332048), 13250-13260 (BN 332050-332060), 13262-13268 (BN 332062-332068), 13270-13272 (BN 332070-332072), 13274-13280 (BN 332074-332080), 13282-13284 (BN 332082-332084), 13286-13299 (BN 332086-332099)
1	All Steel Caboose	1733 (BN 11708)
1	Gondola Car	103041